

**IN THE UNITED STATES DISTRICT COURT  
FOR THE NORTHERN DISTRICT OF GEORGIA  
ATLANTA DIVISION**

SECURITIES AND EXCHANGE	)	
COMMISSION,	)	
	)	
Plaintiff,	)	
	)	
v.	)	CIVIL ACTION FILE
	)	NO. 1:12-cv-00082-RWS
EARL C. ARROWOOD and	)	
PARKER H. PETIT,	)	
	)	
Defendant.	)	

**DECLARATION OF TODD CAMPBELL**

1. My name is Todd Campbell. I am over the age of 18 and competent to testify about the subject matter of this Declaration.
  
2. I am married to Patricia Campbell. Parker H. ("Pete") Petit is my father-in-law.
  
3. I understand, based on telephone records and the SEC's investigation in this matter, that Earl Arrowood ("Earl") called my house twice on the morning of October 25, 2007.
  
4. I did not speak to Earl on the morning of October 25, 2007, and I do not recall Earl leaving a message for me on that day.

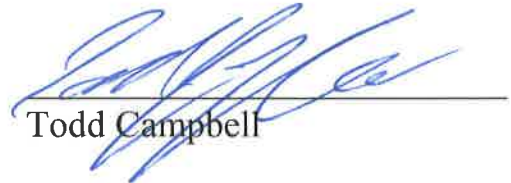
5. Earl and I do not routinely talk, but he did call once when he was looking to purchase a condominium in Panama City Beach, Florida because I had also purchased a condominium there. I think this was in 2004.

6. Pete never told me that Matria was exploring strategic alternatives or considering the sale or merger of the company. Pete's wife, Janet, also never told me anything about Matria's sale considerations in 2007.

7. I first learned about the Matria merger in January 2008 when I read Matria's press release.

I declare under penalty of perjury that forgoing is true and correct.

DATED: April 30, 2013.

  
Todd Campbell